

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

Jointly Administered

Re: Dkt. No. 9619

**JOINT STATEMENT OF DEFENDANTS IN THE UNDERWRITER
LITIGATION REGARDING MOTIONS TO DISMISS OBJECTIONS TO
CLAIMS FILED OR ASSERTED BY HOLDERS OF CERTAIN COMMONWEALTH
GENERAL OBLIGATION BONDS AND PUBLIC BUILDINGS AUTHORITY BONDS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (Bankruptcy Case No. 19-05523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

Pursuant to this Court's order granting defendants in the adversary proceeding number 19-00280-LTS (the "Underwriter Litigation") the option of participating in motions to dismiss claim objections filed or asserted by holders of certain Commonwealth of Puerto Rico general obligation bonds and Public Buildings Authority bonds, "only if they raise issues unique or specialized to that party, or such additional brief otherwise raises an argument or issue not addressed in the briefs filed by the Identified Parties or Certain Interested Defendants," [Dkt. No. 9619] the Defendants² in the Underwriter Litigation state as follows:

1. The Defendants' position is that the bonds subject to the claim objections are valid and their issuance complied with the Puerto Rico Constitution and applicable law. The Defendants do not raise at this time any additional unique or specialized issues or arguments, but the Defendants reserve all rights to raise and prosecute such issues and arguments in any further proceedings relating to the claim objections, including but not limited to any proceedings with respect to any proposed resolution or settlement of the claim objections.

2. The Defendants reserve all rights, claims, and defenses applicable in these proceedings and the Underwriter Litigation, including but not limited to all arguments with respect to the validity and/or constitutionality of all bonds that are the subject of the complaint

² The defendants joining this statement consist of the following entities: Barclays Capital Inc.; BMO Capital Markets Citigroup Inc., GKST Inc.; Goldman Sachs & Co. LLC; Jefferies LLC; J.P. Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith Inc. (successor to Banc of America Securities LLC) and Merrill Lynch Capital Services, Inc.; Mesirow Financial, Inc.; Morgan Stanley & Co LLC; RBC Capital Markets, LLC; Samuel A. Ramirez & Co., Inc.; Scotiabank de Puerto Rico; Santander Securities LLC and UBS Financial Services Inc. of Puerto Rico. The Complaint misidentifies various legal entities and incorrectly names as defendants other parties that were not involved in the underwritings or other matters implicated in the Complaint – including but not limited to BMO Capital Markets, Jefferies Group LLC, JPMorgan Chase & Co., BofA Securities and Scotia MSD. The incorrectly named parties, as well as the Defendants joining this Statement, reserve all rights and defenses relating to Plaintiffs' incorrect identifications in the Complaint, including but not limited to defenses based upon lack of personal jurisdiction.

filed in the Underwriter Litigation, as well as all defenses (including affirmative defenses) to any claims asserted in the Underwriter Litigation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: February 19, 2020

SALDAÑA, CARVAJAL & VÉLEZ-RIVÉ, P.S.C.

/s/ Luis N. Saldaña-Román
Luis N. Saldaña-Román
USDC-PR No. 208001
Ángel E. Rotger-Sabat
USDC-P.R. No. 208601
166 Avenida de la Constitución
San Juan, Puerto Rico 00901
Tel.: (787) 289-9250
Fax: (787) 289-9253
E-mail: lsaldana@scvrlaw.com
E-mail: arotger@scvrlaw.com

Counsel to Morgan Stanley

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ Julie E. Cohen
Julie E. Cohen (*Pro Hac Vice*)
Four Times Square
New York, New York 10036-6522
Tel.: (212) 735-3000
Fax: (212) 735-2000
E-mail: julie.cohen@skadden.com

Counsel to Morgan Stanley

ANTONETTI MONTALVO & RAMIREZ COLL

/s/ José L. Ramirez-Coll
José L. Ramirez-Coll
USDC-PR No. 221702
P.O. Box 13128
San Juan, Puerto Rico 00908
Tel.: (787) 977-0312
Fax: (787) 977-0323
E-mail: jramirez@amrclaw.com

-and-

McCONNELL VALDÉS LLC

/s/ Roberto C. Quiñones-Rivera
Roberto C. Quiñones-Rivera, Esq.
USDC-PR No. 211512
270 Muñoz Rivera Avenue
Hato Rey, Puerto Rico 00918
Tel.: (787) 250-2631
Fax: (787) 759-9225
E-mail: rcq@mcvpr.com

*Counsel to Barclays Capital Inc., RBC Capital Markets, LLC,
Scotiabank de Puerto Rico, Santander Securities LLC and UBS
Financial Services Inc. of Puerto Rico*

BOBONIS, BOBONIS & RODRIGUEZ POVENTUD

/s/ Enrique G. Figueroa-Llinás
Enrique G. Figueroa-Llinás
USDC-PR No. 201709
129 de Diego Ave.
San Juan, Puerto Rico 00911-1927
Tel.: (787) 725-7941
Fax: (787) 725-4245
E-mail: efl@bobonislaw.com

*Counsel to Merrill Lynch, Pierce, Fenner & Smith Inc.
(successor to Banc of America Securities LLC) and Merrill Lynch
Capital Services, Inc.*

GOODWIN PROCTER LLP

/s/ Charles A. Brown
Brian E. Pastuszenski (*Pro Hac Vice*)
Charles A. Brown (*Pro Hac Vice*)
The New York Times Building
620 Eighth Avenue
New York, NY 10018
Tel.: (212) 813-8800
Fax: (212) 355-3333
E-mail: BPastuszenski@goodwinlaw.com
E-mail: CBrown@goodwinlaw.com

Counsel to Goldman Sachs & Co. LLC

SIMPSON THACHER & BARTLETT LLP

/s/ Jonathan K. Youngwood

Jonathan K. Youngwood (*Pro Hac Vice*)
David Elbaum (*Pro Hac Vice*)
425 Lexington Avenue
New York, NY 10017
Tel.: (212) 455-2000
Fax: (212) 455-2502
E-mail: jyoungwood@stblaw.com
E-mail: David.elbaum@stblaw.com

Counsel to J.P. Morgan Securities LLC

/s/ Ramon E. Dapena

Ramón E. Dapena
USDC PR No. 125005
MORELL, CARTAGENA & DAPENA LLC
PO Box 13399
San Juan, PR 00908
Tel.: 787.723.1233
Fax.: 787.723.8763
Email: ramon.dapena@mbcdlaw.com
Co-Counsel to Goldman Sachs & Co. LLC

McGUIRE WOODS LLP

/s/ E. Andrew Southerling

E. Andrew Southerling (*Pro Hac Vice*)
2001 K Street N.W., Suite 400
Washington, DC 20006-1040
Tel.: (202) 857-1700
Fax: (202) 857-1737
E-mail: asoutherling@mcguirewoods.com

-and-

Aaron G. McCollough (*Pro Hac Vice*)
77 West Wacker Drive, Suite 4100
Chicago, IL 60601-1818
Tel. : (312) 849-8256
Fax : (312) 698-4522
E-mail: amccollough@mcguirewoods.com

Counsel to Jefferies LLC and BMO Capital Markets GKST, Inc.

MURPHY & MCGONIGLE PC

/s/ Cameron S. Matheson

Andrew J. Melnick (*Pro Hac Vice*)
Cameron S. Matheson (*Pro Hac Vice*)
Daniel M. Payne (*Pro Hac Vice*)
1185 Avenue of the Americas
Floor 21
New York, NY 10036
Tel.: (212) 880-3580
E-mail: amelnick@mmlawus.com
E-mail: cmatheson@mmlawus.com
E-mail: dpayne@mmlawus.com

Counsel to Scotiabank de Puerto Rico

WINSTON & STRAWN LLP

/s/ Carrie V. Hardman

Carrie V. Hardman (*Pro Hac Vice*)
200 Park Avenue
New York, NY 10166
Tel.: (212) 294-6700
Fax: (212) 294-4700
E-mail: chardman@winston.com

-and-

Joseph L. Motto (*Pro Hac Vice*)
35 W. Wacker Drive
Chicago, IL 60601
Tel.: (312) 558-5600
Email: jmotto@winston.com

Counsel to Merrill Lynch, Pierce, Fenner & Smith Inc. (successor to Banc of America Securities LLC) and Merrill Lynch Capital Services, Inc.

CHAPMAN AND CUTLER LLP

/s/ James M. Heiser

James M. Heiser (*Pro Hac Vice*)
111 West Monroe Street
Chicago, IL 60603-4080
Tel.: (312) 845-3000
Fax: (312) 701-2361
E-mail: heiser@chapman.com

- and -

KAYSER & REDFERN, LLP

/s/ Leo Kayser III

Leo Kayser III (*Pro Hac Vice*)
515 Madison Avenue
New York, NY 10022
Tel.: (212) 935-5057
E-mail: lkayser@515law.com

Counsel to Samuel A. Ramirez & Co., Inc.

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ Paul J. Lockwood

Paul J. Lockwood (*Pro Hac Vice*)
One Rodney Square
P.O. Box 636
Wilmington, DE 19899
Tel.: (302) 651-3000
E-mail: paul.lockwood@skadden.com

Counsel to UBS Financial Services Inc. of Puerto Rico

CROWELL & MORING LLP

/s/ Dan Zelenko

Dan Zelenko (*Pro Hac Vice* pending)
Sarah Gilbert (*Pro Hac Vice* pending)
590 Madison Avenue, 20th Floor
New York, NY 10022
Tel: (212) 223-4000
Fax: (212) 223-4134
E-mail: dzelenko@crowell.com
E-mail: sgilbert@crowell.com

Counsel to Santander Securities LLC

GOODWIN PROCTER LLP

/s/ Meghan K. Spillane

Marshall H. Fishman (*Pro Hac Vice*)
Meghan K. Spillane (*Pro Hac Vice*)
The New York Times Building
620 Eighth Avenue
New York, NY 10018
Tel.: (212) 813-8800
E-mail: MFishman@goodwinlaw.com
E-mail: MSpillane@goodwinlaw.com

Counsel to Citigroup Inc.

Ramón Coto-Ojeda
Ramón Coto-Ojeda (USDC-PR No. 202006)
Arianna Shokooh-Fermaintt (USDC-PR No. 301406)
MCS Plaza, Suite 800
255 Ponce de León Avenue
San Juan, Puerto Rico 00917
PO Box 71449
San Juan, PR 00936-8549
Telephone: (787) 756-9640
Facsimile: (787) 756-9641
E-mail: rco@crlawpr.com
E-mail: asf@crlawpr.com

Counsel to Mesirow Financial, Inc.

McCONNELL VALDÉS LLC

/s/ Antonio A. Arias-Larcada

Antonio A. Arias-Larcada, Esq.
USDC-PR Bar No. 204906
270 Muñoz Rivera Avenue
Hato Rey, Puerto Rico 00918
Tel.: (787) 250-5064
Fax: (787) 759-9225
E-mail: aaa@mcvpr.com

Counsel to Samuel A. Ramirez & Co., Inc.

NAVARRO-CABRER LAW OFFICES

/s/ Nilda M. Navarro-Cabrer

Nilda M. Navarro-Cabrer
USDC-PR Bar No. 201212
El Centro I, Suite 206
500 Muñoz Rivera Avenue
San Juan, Puerto Rico 00918
Tel.: (787) 764-9595
Fax: (787) 764-7575
E-mail: navarro@navarrolawpr.com

Counsel to Jefferies LLC and BMO Capital Markets GKST, Inc.